

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
----- x

AFFIDAVIT OF NON-LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF MICHIGAN )  
COUNTY OF OAKLAND ) ss:  
)

Brian G. Connors, being duly sworn, deposes and says:

1. I am a director of Conway MacKenzie & Dunleavy ("CM&D") which firm maintains offices at: 401 S. Old Woodward, Suite 340, Birmingham, MI 48009
2. Neither I, CM&D, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. CM&D, has represented and advised the Debtors in a litigation support and financial expert role as well as a supplier risk management role with respect to a broad range of aspects of the Debtors' businesses.
4. The Debtors have requested, and CM&D has agreed, if necessary, to continue to represent and advise the Debtors pursuant to section 327(a) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters.
5. CM&D's current fee arrangement is based on negotiated contract PO#460004214 (valid thru July 31, 2006).
6. Except as set forth herein, no promises have been received by CM&D or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. CM&D has no agreement with any entity to share with such entity any compensation received by CM&D.

8. CM&D and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. CM&D does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, Brian G. Connors, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which CM&D is to be engaged.

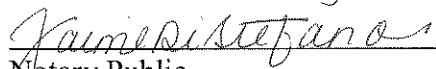
10. The foregoing constitutes the statement of CM&D pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT



Brian G. Connors

Subscribed and sworn before me  
this 25 day of January, 2006

  
Notary Public

CERTIFICATE OF SERVICE

Brian G. Connors, director, hereby certifies that on January 25, 2006, served a copy of the Affidavit of Non-Legal Ordinary Counsel Professional, upon the following interested parties via first class mail:

Delphi Corporation  
Attention: General Counsel  
5725 Delphi Drive  
Troy, MI 48098  
U.S.A.

Latham & Watkins  
Attention: Mark A. Broude, Esq.  
885 Third Avenue  
New York, N.Y. 10022  
U.S.A.

Skadden, Arps, Slate, Meagher & Flom  
Attention: John W. Butler, Jr., Esq.  
333 West Wacker Drive  
Suite 2100  
Chicago, IL 60606  
U.S.A.

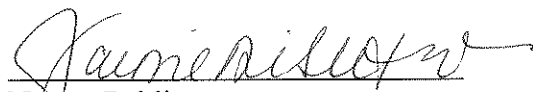
Simpson Thacher & Bartlett LLP  
Attention: Marissa Wesley, Esq.  
425 Lexington Avenue  
New York, N.Y. 10017  
U.S.A.

United States Trustee  
Attention: Alicia M. Leonhard, Esq.  
33 Whitehall Street  
Suite 2100  
New York, N.Y. 10044  
U.S.A.

Davis Polk & Wardwell  
Attention: Marlane Melican, Esq.  
450 Lexington Avenue  
New York, N.Y. 10017  
U.S.A.

**Brian G. Connors**  
**Conway MacKenzie & Dunleavy**  
401 Old South Woodward Ave., Suite 340  
Birmingham, MI 48009

Sworn before me this 25th  
day of January, 2006.

  
Notary Public